

HEIL JOHN

Form 4

December 06, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEIL JOHN

2. Issuer Name **and** Ticker or Trading
Symbol
Spectrum Brands Holdings, Inc.
[SPB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SPECTRUM BRANDS
HOLDINGS, INC., 601 RAYOVAC
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2011

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President, Global Pet Supplies

(Street)
MADISON, WI 53711

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/02/2011		M	88,888 A	(1) 187,275 (2)	D	
Common Stock	12/02/2011		F	17,338 (3) D	\$ 28.01 169,937 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Performance Rights	(1)	12/02/2011		M	88,888	(1) 09/30/2012	Common Stock 88,888
Performance Rights	(4)					(4) 09/30/2013	Common Stock 88,888
Performance Rights	(5)					(5) 09/30/2013	Common Stock 111,111

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HEIL JOHN C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711	President, Global Pet Supplies

Signatures

Nathan E. Fagre,
attorney-in-fact 12/06/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Under the Spectrum Brands Holdings, Inc. 2011 Equity Award Plan, 88,888 performance rights, each representing a right to receive one share of the Issuer's common stock, vested on December 2, 2011 upon the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2011 (the "2011 Award"). Mr. Heil immediately received 44,444 shares, less the tax withholding discussed in footnote 3, and will receive the remaining 44,444 shares on September 30, 2012 if he is employed by the Issuer on such date.

(1) Includes 44,444 shares of restricted stock of Issuer granted under the 2011 Award, which will vest on September 30, 2012 if Mr. Heil is employed by the Issuer on such date. Also includes 11,733 shares of restricted stock of Issuer scheduled to vest 50% on June 15, 2012 and 50% on June 15, 2013 if Mr. Heil is employed by the Issuer on such dates.

(2) Represents 17,338 shares of Issuer's common stock automatically withheld to satisfy Mr. Heil's tax withholding obligation upon the vesting of performance rights representing 44,444 shares.

(4)

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Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2012 Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2012, if Mr. Heil is employed by the Issuer on such date (the "2012 Award"). In addition, an amount equal to the 2012 Award will vest on September 30, 2013, if Mr. Heil is employed by the Issuer on such date.

- Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Two-Year Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting
- (5) certain adjusted EBITDA, free cash flow and strategic integration performance targets for the two years ended September 30, 2012, if Mr. Heil is employed by the Issuer on such date (the "Two-Year 2012 Award"). In addition, an amount equal to the Two-Year 2012 Award will vest on September 30, 2013, if Mr. Heil is employed by the Issuer on such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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